

EXHIBIT C

Proceedings

1 is not she is going to take the stock with the worst basis,
2 nor is she going to give him all cash, it will be an
3 approximate pro rata selection of everything that is in the
4 two accounts.

5 MS. ZEIDERMAN: Including the cash.

6 THE COURT: Okay. I appreciate that clarification.

7 The parties agree that that will make up for
8 \$800,000 of the \$1 million real estate differential leaving
9 a \$200,000 differential which Mr. Giuliani will pay to
10 Ms. Giuliani upon the sale of the South Lake property, and
11 if for some reason that property does not sell within two
12 years he will make the \$200,000 payment to Ms. Giuliani
13 within two years regardless of whether or not the property
14 has been sold.

15 Mr. Giuliani will further agree to continue to pay
16 the expenses for Ms. Giuliani's mother in the same manner as
17 he has been doing during the pendency of this case, which I
18 think is primarily her nursing home care.

19 The parties will retain membership in five clubs in
20 which they are currently joint members.

21 MR. GREIFER: It may not be that they're actually
22 joint members. They both utilize it. They're not actually
23 equally-owned memberships.

24 Do you want me to do this part?

25 THE COURT: Sure. Why don't you just list the

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